

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

04047733	
Expires:	May 31, 2005
Estimated average burden hours per response	16.00

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Elekta AB 2004 Share Unit Plan

1306696

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☒ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Elekta AB

Address of Executive Offices (Number and Street, City, State, Zip Code)

Box 7593, 10393 Stockholm, Sweden

Telephone Number (including Area Code)

+46 8 587 254 00

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices) idem

Telephone Number (including Area Code)

+46 8 587 254 00

Brief Description of Business

Type of Business Organization

☒ corporation
☐ business trust

☐ limited partnership, already formed
☐ limited partnership, to be formed

☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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PROCESSED

SEC 1972 (2-99)

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Laurent Leksell

Business or Residence Address (Number and Street, City, State, Zip Code)

Box 7593, Kungstensgatan 18, 103 93 Stockholm, Sweden

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Akbar Seddigh

Business or Residence Address (Number and Street, City, State, Zip Code)

Centralvägen 18, 183 57 Täby, Sweden

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Johannes Barella

Business or Residence Address (Number and Street, City, State, Zip Code)

Irenelaan 38, 5583 AE Waalre, Netherlands

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Tommy Karlsson

Business or Residence Address (Number and Street, City, State, Zip Code)

15 Rue Leboutoux, 75017 Paris, France

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Carl Palmstierna

Business or Residence Address (Number and Street, City, State, Zip Code)

Narvavägen 8, 115 23 Stockholm, Sweden

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Magnus Schmidt

Business or Residence Address (Number and Street, City, State, Zip Code)

44, Avenue de la Prouveresse, 06530 Peymeinade, France

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Volker Stieber

Business or Residence Address (Number and Street, City, State, Zip Code)

2 Tanbridge House, Tanbridge Park, Horsham, West Sussex, RH12 1SH, England

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Gerry vanOortsmarsen

Business or Residence Address (Number and Street, City, State, Zip Code)

18 Prince of Wales Court, 227/229 Kingsway, Hove, East Sussex, BN3 4HF, England

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Manfred Sturm

Business or Residence Address (Number and Street, City, State, Zip Code)

1121 Park Overlook Dr. N.E, 30324, Atlanta, USA

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Håkan Bergström

Business or Residence Address (Number and Street, City, State, Zip Code)

Tryffelstigen 2, 61163 Nyköping, Sweden

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Sverker Glans

Business or Residence Address (Number and Street, City, State, Zip Code)

Avstyckningsvägen 18, 175 50 Järfälla, Sweden

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Tomas Puusepp

Business or Residence Address (Number and Street, City, State, Zip Code)

Neglingevägen 52, 133 34 Saltsjöbaden, Sweden

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☒ No ☐

Answer also in Appendix, Column 2, if filing under ULOE.

What is the minimum investment that will be accepted from any individual?

\$ 172,767

2. Does the offering permit joint ownership of a single unit? Yes ☐ No ☒

3. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

n/a

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[MA]	[MD]	[ME]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

APPENDIX

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$
Equity.....	\$ 2,240,983	\$
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 108,648	\$
Partnership Interests.....	\$	\$
Other (Specify)	\$	\$
Total	\$ 2,349,631	\$

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	4	\$ 1,313,029
Non-accredited Investors.....	6	\$ 1,036,602
Total (for filings under Rule 504 only).....	10	\$ 2,349,631

Answer also in Appendix, Column 3, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fee	<input type="checkbox"/>	\$
Printing and Engraving Costs.....	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$ 18,989
Accounting Fees.....	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commissions (Specify finder's fees separately).....	<input type="checkbox"/>	\$
Other Expenses (identify) <u>investment banking fees</u>	<input type="checkbox"/>	\$
Total	<input type="checkbox"/>	\$ 18,989

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

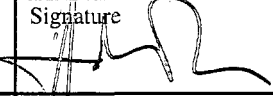
\$ 2,330,642

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
Purchase of real estate.....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
Purchase, rental or leasing and installation of machinery and equipment.....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
Construction or leasing of plant buildings and facilities.....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
Repayment of indebtedness.....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
Working capital.....	\$ <input checked="" type="checkbox"/> 2,330,642	\$ <input type="checkbox"/>
Other (specify)	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
.....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
.....	\$ <input type="checkbox"/>	\$ <input type="checkbox"/>
Column Totals	<input type="checkbox"/>	\$ <input type="checkbox"/>
Total Payments Listed (column totals added)	<input type="checkbox"/>	\$ <u>2,330,642</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) ELEKTA AB	Signature 	Date 18 October 2004
Name of Signer (Print or Type) HAKAN BERGSTRÖM	Title of Signer (Print or Type) Hakan Bergström, Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

APPENDIX

Explanations and foot notes to Elekta AB filing of SECURITIES AND EXCHANGE COMMISSION, FORM D: NOTICE OF SALE OF SECURITIES, PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

The Elekta AB 2004 Share Unit Plan

The Limited Offering Exemption refers to a Share Unit Plan offered to selected employees of the Elekta group by the parent company, Elekta AB, a publicly traded company listed on the Stockholm Stock Exchange in Sweden.

A share unit means that an eligible employee will be granted a stock option that gives the possibility to acquire Elekta shares of class B provided that the employee invests in a certain number of Elekta shares on the public market and retains such shares until the stock option is exercised or expires ("mandatory shares"). The ratio between the employee's share investment and the number of shares which can maximum be acquired at exercise of the stock option shall be determined by the Board for each employee within the range of 1:20 to 1:100 where the ratio shall increase in proportion to the fewer shares that can be acquired upon exercise of the granted stock option. If the employee does not make the required share investment before 31 December 2004 the stock option will terminate. The company will not be involved in any way in the employees' acquisition of mandatory shares. The employees are required to use their own stock broker for the acquisition.

In this year's grant, the stock options shall in case of target performance and fulfillment of other vesting conditions in total entitle to 530,000 class B shares of the Company. However, should the financial performance targets be succeeded for fiscal year 2004/05 (over-performance), the stock options may additionally entitle to maximum totally 202,000 shares. Hence, in case of over-performance the grant may in total entitle to maximum 732,000 shares.

The commitment to deliver shares upon exercise of stock options granted 2004 is secured by the issuance of a subordinated debenture with detachable warrants for subscription of new class B shares of the Company in accordance with the Swedish Companies Act. The stock option is therefore structured in the way that a stock option formally gives right to acquire warrants. However, upon exercise of the stock option the employee must also immediately exercise the warrants acquired by subscription of new shares (one warrant gives right to subscribe for one share class B). The employee has no possibility to retain the warrants without an immediate exercise or dispose of the warrants in any other way than an immediate exercise. In principle, exercise of the stock option thus means acquisition of shares. The exercise price is because of the structure divided into (1) the price to acquire warrants upon exercise of the stock option which is SEK 9 per warrant and (2) the subscription price to subscribe for a share upon exercise of the warrant which is SEK 186.50 per share. However, since exercise of the stock option and exercise of the warrants acquired happens simultaneously, the total exercise price of SEK 195.50 must be paid by the employee as a lump sum.

Share Unit Plan offering to US employees of the Elekta group

The 2004 offering of the Elekta AB Share Unit Plan has been made to ten employees of Elekta Inc., based in Norcross, GA. At target performance the aggregate offering to these individuals will be 88,332 options. Depending on the financial performance of the Elekta group in 2004/05 the actual number of shares that the ten employees may purchase under the 2004 Share Unit Plan may vary from 44,166 to 121,898.

Footnotes

Point B1. At target financial performance, the lowest number of shares that any offered stock option will cover is 6,495 shares. The figure stated represents the total exercise price of an offered stock option which covers 6,495 shares at target financial performance, which is equivalent of 6,495 shares times the exercise price of 195.50 SEK or \$26.60 (SEK/USD exchange rate of 7.35 at the date of the offering), thus a total exercise price of \$172,767.

However, the employee may accept the stock option partially and in principle the employee can accept the stock option so that it only will cover one warrant (share). Thus, the minimum investment that would be accepted from any employee would be the total exercise price of one share, i.e. 195.50 SEK or \$26.60. On the other hand, provided the stock option is fully accepted and at financial over-performance a stock option which covers 6,495 shares at target performance will maximum instead cover 8,963 share, thus a total exercise price of \$238,416.

Point C1. Equity corresponds to the offer to subscribe for 88,332 shares at a price of 186.50 SEK or \$25.37 each.

Convertible securities correspond to the aggregate offer to acquire 88,332 warrants at a price of 9 SEK or \$1.23 each.

The mandatory shares may also be deemed to be offered by the company. However, the figures in section C exclude these purchases because they do not results in proceeds to the issuer.

In case of maximum over-performance (121,898 shares), the figures would instead be \$3,092,552 (Equity) and \$148,716 (Convertible securities) respectively.

Point C2. There are 4 accredited investors corresponding to 49,362 options.

There are 6 non-accredited investors corresponding to 38,970 options.

Point C4. Legal fees are an estimate for the assistance in legal and tax evaluation of the offering in the US as well as a proportion of the estimated cost for design and implementation of the Elekta AB 2004 Share Unit Plan related to the US participants.